

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

	x
RICHARD KELTER, individually and as	:
Trustee of the RICHARD KELTER TRUST	:
DATED JUNE 30, 2004,	:
 Plaintiff,	:
 -against-	:
 APEX EQUITY OPTIONS FUND, LP, APEX	:
EQUITY MANAGEMENT, LLC, KYLE J.	:
THOMPSON, CORY H. THOMPSON,	:
THOMPSON CONSULTING, INC.,	:
SHERWOOD FINANCIAL, INC.,	:
E. SHERMAN WARNER, M&K HOLDINGS,	:
LLC, MICHAEL T. MORLEY, KRYSTIN P.	:
MORLEY, and WILLOWBEND PROPERTY	:
COMPANY, LLC,	:
 Defendants.	:

x

I, **BARDIA BAKHTARI**, declare as follows:

1. I am a lawyer admitted to practice in the State of New York and an associate of Sheppard, Mullin, Richter and Hampton LLP, counsel to Plaintiff Richard Kelter, individually and as Trustee of the Richard Kelter Trust dated June 30, 2004. I respectfully submit this Declaration in support of Plaintiff's Motion for Leave to File a First Amended Complaint.

2. Attached as **Exhibit A** is a true and correct copy of Plaintiff Kelter's Proposed First Amended Complaint, with exhibits thereto.

3. Attached as **Exhibit B** is a true and correct copy of a red-line edit comparing the original and proposed first amended complaint.

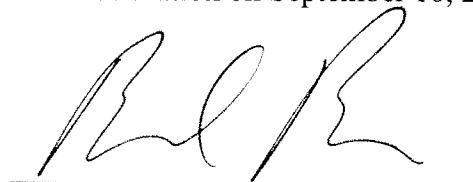
4. Attached as **Exhibit C** is a true and correct copy of a letter dated May 23, 2008 from counsel representing the so-called "Morley Defendants," addressed to the Court.

5. Attached as **Exhibit D** is a true and correct copy of a letter dated July 11, 2008, from Plaintiff's counsel, addressed to the Court in response to Exhibit C.

6. Attached as **Exhibit E** is a true and correct copy of a Joint Stipulation and Proposed Order, circulated by counsel for the Plaintiff to all counsel in this action on September 15, 2008.

7. Attached as **Exhibit F** is a true and correct copy of a signature page of Exhibit E, signed by counsel for the "Morley Defendants" and received by counsel for the Plaintiff on September 16, 2008.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that I executed this Declaration on September 16, 2008 at New York, New York.



Bardia Bakhtari